

Invitation

Ordinary General Meeting of GFH Financial Group

October 2024



The Board of Directors of GFH Financial Group B.S.C. (Trading Code: BHB – Commercial Registration No. 44136-1) (the “Group”) is pleased to invite the esteemed shareholders to attend the Ordinary General Meeting of the Group. The meeting will be held on Wednesday, 2 October 2024, corresponding to 28 Rabi Al-Awwal 1446H at 11:00am via video conferencing to review the following agenda. If the required legal quorum is not met, a second meeting will be held on Wednesday, 9 October 2024, corresponding to 6 Rabi Al-Akhar 1446H or a third meeting, if required, will be held on Wednesday, 16 October 2024, corresponding to 13 Rabi Al-Akhar 1446H at the same time.

The agenda of the Ordinary General Meeting is as follows:

1. To approve the minutes of the previous Ordinary General Meeting

To approve the minutes of the previous Ordinary General Meeting that was held on 24 March 2024.

2. Approval of the Board of Directors’ Recommendation to Establish a Sukuk Programme and Issuance(s) thereunder

Approval of the Board of Directors’ recommendations pursuant to the board resolution dated 12 August 2024 to establish a trust certificate issuance programme (the “Sukuk Programme”) with a value of up to U.S.\$500,000,000 (“Sukuk”) through a Special Purpose Vehicle (SPV), subject to obtaining the necessary regulatory or other approvals required. Additionally, the approval of the issuance of Sukuk amounting up to U.S.\$500,000,000 in one or more tranches through the issuer SPV, subject to any required regulatory or other approvals required.

3. Approval of consent to modifications and Offer with regards to 2020 Sukuk issuance

In respect of U.S.\$500,000,000 Certificates due 2025 issued by GFH Sukuk Company Limited in two tranches of U.S.\$300,000,000 and U.S.\$200,000,000 on 28 January 2020 and 8 June 2020, respectively (the “T&C Certificates”), the approval of:

- a) The invitation to the holders of the T&C Certificates to consent to modifications to the terms and conditions of the T&C Certificates; and
- b) Subject to required consents, the offer to early redeem for cash any and all of the outstanding T&C Certificates from each holder of the T&C Certificates (collectively, the “Offer”)

4. Delegation of Powers to the Board of Directors

The approval to delegate to the Board of Directors or whomever the Board delegates the powers to conduct the necessary procedures to carry out the Sukuk Programme establishment and Offer; This includes, but is not limited to, attaining the necessary approvals from the concerned regulators in relation to the Sukuk’s establishment and completion, approval of the requirements and details relating to the pricing of the Sukuk, concluding agreements (including any amendments or appendices), agreeing to arbitration, and conducting the necessary procedures considered essential by the Board in accordance with the mentioned agreements in relation to the Sukuk Programme and the Offer.

5. Delegation of Powers to the Chief Executive Officer

The approval of the delegation of powers to the Chief Executive Officer in accordance with the board resolution dated 12 August 2024 in relation to conducting the necessary procedures to carry out the Sukuk Programme establishment and undertaking issuances thereunder and the Offer. This includes, but is not limited to, attaining the necessary approvals from the concerned regulators in relation to the establishment of the Sukuk Programme and issuances thereunder, approval of the requirements and details relating to the pricing of the Sukuk, concluding agreements (including any amendments) with respect thereto, agreeing to arbitration, and conducting the necessary procedures considered incidental thereto and in accordance with the mentioned agreements in relation to the Sukuk Programme and the Offer.

6. To discuss any other matters in accordance with Article 207 of the Commercial Companies Law.

Abdulmohsen Rashed Alrashed

Chairman of the Board of Directors

Important Notice to shareholders:

All the esteemed shareholders should follow the following instructions, in order to ensure that they attend the meeting via visual means of communication easily:

- To send a request to attend the meeting, together with a copy of the identity card or a clear copy of the passport for the shareholder or his authorized representative, in addition to the authorization form by e-mail to: agm@gfh.com in order to verify the identity and capacity of the attendee at least 24 hours before the date of the meeting. For those who wish to attend, please send your email and contact number.
- After receiving all the required documents and information, whoever wishes to attend will be provided with the link of the visual communication system before the meeting in order for him/her to install the application, whether on a mobile phone or a computer, provided that the audio and video feature is available.
- Any shareholder whose name is registered in the shareholders register on the date of the meeting shall attend the meeting or authorize another person in writing to attend the meeting and vote on his behalf, taking into account that such person shall not be the Chairman, Board member or company’s employee.
- Proxy Forms shall be deposited at least 24 hours prior to the fixed time of the meeting, as indicated below, ensuring that they will be received on time. Proxy Forms received after the fixed time will be considered invalid for the purpose of the meeting.
 - o Delivery by hand at the Bank’s premises or e-mail at agm@gfh.com.
 - o For shareholders in Kuwait: Kuwait Clearing Company, P.O. Box 22077, Kuwait. Fax No. +965 2469457.
 - o For shareholders in other countries: KFIN Technologies (Bahrain) W.L.L. P.O. Box 514
- The Bank is committed to accommodating shareholders with special needs. To ensure your participation in the Ordinary General Meeting, please inform the Bank at least 14 days prior to the meeting date.

For any enquiries, please contact Shareholders Relation Department on +973 17549559